

# STEPTOE & JOHNSON

ATTORNEYS AT LAW

PHOENIX, ARIZONA

TELEPHONE: (602) 266-6610  
FACSIMILE: (602) 274-1970

1330 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20036-1795

(202) 429-3000  
FACSIMILE: (202) 429-9204  
TELEX: 89-2503

S&J LEX INTERNATIONAL  
AFFILIATE IN MOSCOW, U.S.S.R.

TELEPHONE: 011-7-095-290-5775  
FACSIMILE: 011-7-095-415-2920

TIMOTHY M. WALSH  
(202) 429-6277

RECORDATION NO. 12649-A FILED 1425

DEC 27 1990 -1 36 PM

December 27, 1990 INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and one counterpart of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated December 26, 1990 from Continental Bank N.A. to North Western Leasing Company.

The primary document to which this Release and Bill of Sale is connected is the Equipment Lease recorded under Recordation No. 12649. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 12649.

The names and addresses of the parties to the document are as follows:

Creditor:

Continental Bank N.A.  
231 South LaSalle Street  
Chicago, Illinois 60697

The Honorable Sidney L. Strickland, Jr.  
December 27, 1990  
Page 2

Lessor:

North Western Leasing Company  
One North Western Center  
Chicago, Illinois 60606

Please file and record the document with indexing under the foregoing names.

A description of the equipment covered by the document follows:

Railroad rolling stock identified in the Schedule(s) of the Security Agreement filed in Recordation No. 12648 (which is related to the primary document in Recordation No. 12649), as the same may have been supplemented or amended.

A fee of \$15.00 is enclosed for the recordation. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated December 26, 1990 from Continental Bank N.A. to North Western Leasing Company, covering the railroad rolling stock identified in the Schedule(s) of the Security Agreement filed in Recordation No. 12648 (which is related to the primary document in Recordation No. 12649), as the same may have been supplemented or amended.

Very truly yours,

*Timothy M. Walsh GMB*

Timothy M. Walsh  
Attorney for North Western  
Leasing Company

Enclosures

12649-A  
DEC 27 1990 -1 32 PM  
INTERSTATE COMMERCE COMMISSION

Counterpart No. 2 of 4  
A-11446  
C321

RELEASE AND BILL OF SALE

WHEREAS, under the terms of the Equipment Lease, as amended and supplemented to date, (hereinafter referred to as the "Lease") dated as of July 31, 1980 between NORTH WESTERN LEASING COMPANY (hereinafter referred to as "Lessor") and the CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (hereinafter referred to as the "Lessee") the Lessee assigned and transferred all rights, title and interest of railroad equipment described on the Schedule(s) as amended and supplemented to date, to the Lease to the Lessor;

WHEREAS, NORTH WESTERN LEASING COMPANY has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, NOW KNOWN AS CONTINENTAL BANK N.A. (hereinafter referred to as the "Bank") that certain Security Agreement, as amended and supplemented to date, (hereinafter referred to as the "Security Agreement") dated as of July 31, 1980 pursuant to which Lessor has granted to Bank a security interest in railroad equipment described on the Schedule(s), as amended and supplemented to date, to the Security Agreement (hereinafter referred to as "Equipment"); and

WHEREAS, Bank has received from Lessor all payments due under said Security Agreement with respect to the Equipment and, the conditions and obligations of Lessor with respect to the Equipment have been satisfied in full;

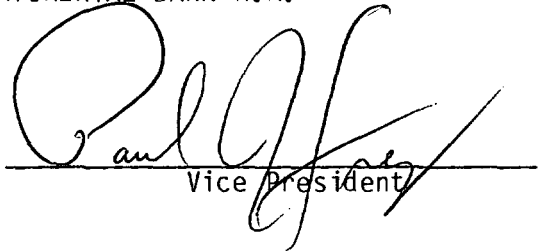
NOW, THEREFORE, Bank, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Lessor, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY the Equipment, TO HAVE AND TO HOLD the Equipment unto NORTH WESTERN LEASING COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Security Agreement.

The Bank does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Bank or arising out of any act, obligation or liability on its part. The Bank hereby authorizes removal from the Equipment of any and all ownership plates and other markings of the Bank.


IN WITNESS WHEREOF, Continental Bank N.A., acting in accordance with the terms and conditions of the aforementioned Security Agreement has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by its Banking Officer, this 26<sup>th</sup> day of December A.D. 1990.

CONTINENTAL BANK N.A.

By

  
Vice President

ATTEST:

  
Banking Officer

STATE OF ILLINOIS     )  
                                      ) SS  
COUNTY OF COOK        )

On this 26<sup>th</sup> day of December 1990, before me personally appeared Paul Frey and Carolyn Sullivan to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of Continental Bank N.A., a corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ceryl K. Lownds  
Notary Public

My Commission Expires:

3-3-93

(NOTARY SEAL)

